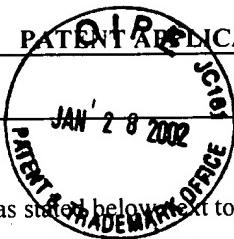


DECLARATION AND POWER OF ATTORNEY
FOR PATENT APPLICATION

#3

As a below named inventor, I hereby declare that:

My residence/post office address and citizenship are as stated below next to my name;

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

BROWSER AND NETWORK OPTIMIZATION SYSTEMS AND METHODS

the specification of which was filed on October 17, 2001 as US Application Serial No. 09/981635.

I hereby state that I have reviewed and understood the contents of the above-identified specification, including the claims, as amended by any amendment(s) referred to above. I acknowledge the duty to disclose all information which is material to patentability as defined in 37 CFR 1.56.

Foreign Application(s) and/or Claim of Foreign Priority

I hereby claim foreign priority benefits under Title 35, United States Code Section 119 of any foreign application(s) for patent or inventor(s) certificate listed below and have also identified below any foreign application for patent or inventor(s) certificate having a filing date before that of the application on which priority is claimed:

COUNTRY	APPLICATION NUMBER	DATE FILED	PRIORITY CLAIMED UNDER 35 U.S.C. 119
			YES: <input type="checkbox"/> NO: <input type="checkbox"/>
			YES: <input type="checkbox"/> NO: <input type="checkbox"/>

Provisional Application

I hereby claim the benefit under Title 35, United States Code Section 119(e) of any United States provisional application(s) listed below:

APPLICATION SERIAL NUMBER	FILING DATE
60/240985	10/17/00

U.S. Priority Claim

I hereby claim the benefit under Title 35, United States Code, Section 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

APPLICATION SERIAL NUMBER	FILING DATE	STATUS (patented/pending/abandoned)
08/852557	5/7/1997	Issued 12/26/2000: US Patent No. 6,166,729 (patented)
60/177329	1/21/2000	Provisional – Pending
60/180649	1/17/2000	Provisional – Pending
60/200730	7/26/2000	Provisional – Pending
60/241096	10/17/2000	Provisional – Pending
60/241095	10/17/2000	Provisional – Pending
60/241087	10/17/2000	Provisional – Pending
60/240986	10/17/2000	Provisional – Pending

**DECLARATION AND POWER OF ATTORNEY
FOR PATENT APPLICATION**

ATTORNEY DOCKET NO. BRDC:039

POWER OF ATTORNEY:

As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) listed below to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

H. Dale Langley, Jr. Reg. No. 35927

Send Correspondence to:	Direct Telephone Calls To:
H. Dale Langley, Jr. The Law Office of H. Dale Langley, Jr., P.C. 610 West Lynn Austin, TX 78703	H. Dale Langley, Jr. 512-477-3830

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full Name of Inventor: DAVID THOMPSON Citizenship: United States

Residence: 11012 Montesa, Austin, Texas 78726

Post Office Address: c/o BroadCloud Communications, Inc., 12708 Riata Vista, Suite A-106, Austin, Texas 78726

Inventor's Signature

Date

Dale E. Thompson

Full Name of Inventor: DENNIS PARKER Citizenship: United States

Residence: 17715 North Rim Drive, Leander, Texas 78641

Post Office Address: c/o BroadCloud Communications, Inc., 12708 Riata Vista, Suite A-106, Austin, Texas 78726

Inventor's Signature

Date

**DECLARATION AND POWER OF ATTORNEY
FOR PATENT APPLICATION**

ATTORNEY DOCKET NO. BRDC:039

POWER OF ATTORNEY:

As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) listed below to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

H. Dale Langley, Jr. Reg. No. 35927

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Full Name of Inventor: DAVID THOMPSON **Citizenship:** United States

Residence: 11012 Montesa, Austin, Texas 78726

Post Office Address: c/o BroadCloud Communications, Inc., 12708 Riata Vista, Suite A-106, Austin, Texas 78726

Inventor's Signature _____ **Date** _____

Full Name of Inventor: DENNIS PARKER **Citizenship:** United States

Residence: 17715 North Rim Drive, Leander, Texas 78641

Post Office Address: c/o BroadCloud Communications, Inc., 12708 Riata Vista, Suite A-106, Austin, Texas 78726

Inventor's Signature _____ **Date** 02/06/2002

**POWER OF ATTORNEY OR
AUTHORIZATION OF AGENT**

Application Number	09/981635
Filing Date	10/17/2001
First Named Inventor	THOMPSON, David, et al.
Title	Browser and Network Optimization Systems and Methods
Group Art Unit	Unknown
Examiner Name	Unknown
Attorney Docket Number	BRDC:039

I hereby appoint:

Practitioners at Customer Number

29395

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OR

Practitioner(s) named below:

Name	Registration Number
H. Dale Langley, Jr.	35927

as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

Please change the correspondence address for the above-identified application to:

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OR

Firm or
Individual Name

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78703

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Telephone

512-477-3830

Fax

512-477-4080

I am an authorized representative of the:

Applicant/Inventor

Assignee of record of the entire interest. See 37 CFR 3.71.

Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96).

SIGNATURE of Assignee of Record

Name

Richard Wierzbicki, Chief Financial Officer of BroadCloud Communications, Inc.

Signature

Date

1/14/02

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required, see below*.

*Total of _____ forms are submitted.